

\$16.00

LAW OFFICES

ROSS & HARDIES

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

150 NORTH MICHIGAN AVENUE

CHICAGO, ILLINOIS 60601-7567

312-558-1000

TWX NUMBER  
910-221-1154

TELECOPIER  
312-750-8600

PARK AVENUE TOWER  
65 EAST 55TH STREET  
NEW YORK, NEW YORK 10022-3219  
212-421-5555

580 HOWARD AVENUE  
SOMERSET, NEW JERSEY 08873  
908-563-2700

898 SIXTEENTH STREET, N.W.  
WASHINGTON, D.C. 20006-4103  
202-296-8600

18144  
RECORDATION NO. FILED

March 2, 1993

MAR 3 1993 11:10 AM

Via Federal Express

INTERSTATE COMMERCE COMMISSION

Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
12th Street and Constitution Avenue, N.W.  
Washington, D.C. 20423

3-062A006

Dear Mr. Strickland:

Enclosed for filing and recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are one original executed copy and three photostatic copies of a Bill of Sale, dated as of February 24, 1993, from The Pittsburgh & Lake Erie Railroad Company to NorRail, Inc., a primary document as defined in the Commission's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Seller: The Pittsburgh & Lake Erie Railroad  
Company  
4 Station Square  
Commerce Court Building, Suite 780  
Pittsburgh, PA 15219

Buyer: NorRail, Inc.  
308 12th Avenue South  
Buffalo, MN 55313

A description of the railroad equipment covered by the enclosed document is set forth on Appendix A to the Bill of Sale.

Sidney L. Strickland, Jr.  
March 2, 1993  
Page 2

Also enclosed is a check in the amount of \$16.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return the stamped original and two stamped photostatic copies of the enclosed document and the stamped photostatic copy of this letter to Susan G. Lichtenfeld at Ross & Hardies, 150 North Michigan Avenue, Suite 2700, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Document to be Recorded

Bill of Sale dated as of February 24, 1993 from The Pittsburgh & Lake Erie Railroad Company, as Seller, to NorRail, Inc., as Buyer, covering forty (40) gondola railcars.

Very truly yours,

  
Susan G. Lichtenfeld

SGL:ed  
w/encl.

cc: Bradley C. Gunstad  
Robert W. Kleinman

**Interstate Commerce Commission**  
Washington, D.C. 20423

3/3/93

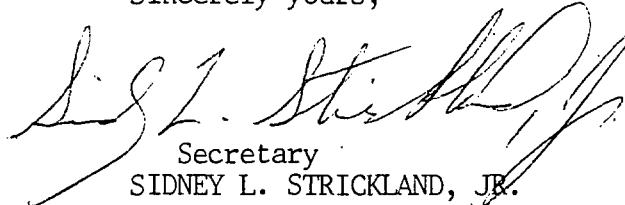
OFFICE OF THE SECRETARY

Susan G. Lichtenfeld  
Ross & Hardies  
150 North Michigan Avenue  
Chicago, Illinois 60601

Dear Ms. Lichtenfeld:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **3/3/93** at **11:10am**, and assigned recordation number(s). **18144, 18145 & 18146**

Sincerely yours;



Secretary  
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

284.1\*

RECORDATION NO. 18144 FILED 1425

MAR 3 1993 11:10 AM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

For \$10.00 and other good and valuable consideration, the receipt and the sufficiency of which are hereby acknowledged, THE PITTSBURGH AND LAKE ERIE RAILROAD COMPANY, a Delaware corporation ("Seller"), does hereby sell, assign and transfer unto NOR RAIL, INC. ("Buyer"), and its successors and assigns, all of Seller's right, title and interest in and to the units of railroad rolling stock described in Exhibit A hereto (the "Equipment").

Seller hereby warrants to Buyer, and to its successors and assigns, that on the date hereof Seller had legal title in and to each unit of Equipment and good and lawful right to sell the same, that title to each unit of Equipment on such date was free from all claims, liens, encumbrances, security interests and rights of others of any nature (collectively, the "Liens") other than Liens created by Buyer or by persons claiming by, through or under Buyer, and that Seller will defend such title to the Equipment forever against all adverse claims and demands whatsoever.

EXCEPT FOR THE WARRANTY OF TITLE SET FORTH IN THIS BILL OF SALE, THE EQUIPMENT IS BEING SOLD TO BUYER BY THE COMPANY "AS IS" "WHERE IS", WITHOUT ANY OTHER REPRESENTATIONS AND WARRANTIES, WHETHER WRITTEN, ORAL OR IMPLIED, AND THE COMPANY SHALL NOT, BY VIRTUE OF HAVING SOLD THE EQUIPMENT HERewith, BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE, OPERABILITY, DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT.

IN WITNESS WHEREOF, Seller has caused this Bill of Sale to be executed on its behalf by a duly authorized officer thereof this 24th day of February, 1993.

THE PITTSBURGH AND LAKE ERIE  
RAILROAD COMPANY

By: C. R. Holley  
C. R. Holley  
Executive Vice President

State of Pennsylvania  
County of Allegheny

Subscribed + sworn to

John D. Hartman

NOTARIAL SEAL  
JOHN D. HARTMAN, NOTARY PUBLIC  
PITTSBURGH, ALLEGHENY COUNTY  
MY COMMISSION EXPIRES JUNE 20, 1993

Member, Pennsylvania Association of Notaries

APPENDIX A

Forty Gondolas

PLE 46001  
PLE 46004  
PLE 46006  
PLE 46010  
PLE 46017  
PLE 46022  
PLE 46029  
PLE 46030  
PLE 46034  
PLE 46036  
PLE 46044  
PLE 46047  
PLE 46049  
PLE 46054  
PLE 46055  
PLE 46056  
PLE 46059  
PLE 46060  
PLE 46063  
PLE 46065  
PLE 46071  
PLE 46072  
PLE 46074  
PLE 46076  
PLE 46077  
PLE 46086  
PLE 46087  
PLE 46091  
PLE 46095  
PLE 46098  
PLE 46099  
PLE 46115  
PLE 46118  
PLE 46124  
PLE 46132  
PLE 46133  
PLE 46138  
PLE 46139  
PLE 46140  
PLE 46148

STATE OF PENNSYLVANIA     )  
                                      ) SS.  
COUNTY OF ALLEGHENY     )

On this 1st day of March, 1993, before me personally appeared C. R. Holley, to me personally known, who, being by me duly sworn, acknowledged before me that he is the Executive Vice President of The Pittsburgh and Lake Erie Railroad Company, and that the foregoing Bill of Sale was signed on behalf of said corporation by authority of its Board of Directors. Further, he acknowledged before me that the execution of the foregoing Bill of Sale was the free act and deed of said corporation.

David J. Fela  
Notary Public

My Commission Expires:

